

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
Caption in Compliance with D.N.J. LBR 9004-1(b) Robert J. Feinstein (admitted <i>pro hac vice</i>) Bradford J. Sandler Paul J. Labov Colin R. Robinson PACHULSKI STANG ZIEHL & JONES LLP 780 Third Avenue, 34 th Floor New York, NY 10017 Telephone: (212) 561-7700 Facsimile: (212) 561-7777 rfeinstein@pszjlaw.com bsandler@pszjlaw.com plabov@pszjlaw.com crobinson@pszjlaw.com <i>Counsel to the Plan Administrator</i>	
In re:	Chapter 11
BED BATH & BEYOND INC., <i>et al.</i> , ¹	Case No. 23-13359 (VFP)
Debtors.	(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON OCTOBER 24, 2023 AT 10:00 A.M. (ET)**

PLEASE NOTE THAT THE HEARING WILL BE CONDUCTED ENTIRELY VIA ZOOM.

I. MATTERS GOING FORWARD

1. Sale Hearing with Respect to Auction Results

A. Related Documents

- Order (I) Approving the Auction and Bidding Procedures, (II) Approving Stalking Horse Bid Protections, (III) Scheduling Bid

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtor's proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>.

Deadlines and an Auction, (IV) Approving the Form and Manner of Notice Thereof, and (V) Granting Related Relief [Docket No. 92]

- Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief [Docket No. 422]
- Notice of Lease Auction and Potential Lease Sale Hearing [Docket No. 456]
- Notice of Phase 1 Lease Auction, Qualified Bids, Lease Sale Hearing, and Related Lease Asset Information [Docket No. 905]
- Supplemental Notice of Phase 1 Lease Auction, Qualified Bids, Lease Sale Hearing, and Related Lease Asset Information [Docket No. 964]
- Notice of Successful and Backup Bidder with Respect to the Phase 1 Auction of Certain of the Debtors' Lease Assets and Assumption and Assignment of Certain Unexpired Leases [Docket No. 1114]
- Notice of Assumption of Certain Unexpired Leases [Docket No. 1157]
- Notice of Uncontested Matters Proceeding on July 18, 2023 [Docket No. 1394]
- Amended Notice of Cancellation of Hearing Scheduled for July 24, 2023 at 10:00 A.M. (ET) and Rescheduled Hearing on July 28, 2023 at 10:00 A.M. (ET) [Docket No. 1444]
- Notice of Matters Scheduled for Hearing on July 28, 2023 at 10:00 A.M. (ET) [Docket No. 1582]
- Notice of Matters Scheduled for Hearing on July 31, 2023 at 11:00 A.M. (ET) [Docket No. 1643]
- Notice of Matters Scheduled for Hearing on July 31, 2023 at 11:00 A.M. (ET) [Docket No. 1644]
- Notice of Matters Scheduled for Hearing on August 30, 2023 at 10:00 A.M. (ET) [Docket No. 2078]
- Notice of Amended Matters Scheduled for Hearing on August 30, 2023 at 10:00 A.M. (ET) [Docket No. 2085]
- Debtors' Omnibus Reply in Support of Debtors' Motion for Entry of an Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief [Docket No. 2062]

- Declaration of Emilio Amendola in Support of Debtors' Reply in Support of Debtors' Motion for Entry of an Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief [Docket No. 2062-1]
- Notice of Filing of Order Pursuant to Sections 365 and 363 of the Bankruptcy Code Approving the Assumption and Assignment Agreement With Hobby Lobby Stores, Inc. (Store No. 1142) [Docket No. 2527]

B. Responses/Objections

- Limited Objection of Realty Income Corporation to Potential Assumption and Assignment of Unexpired Lease and Reservation of Rights [Docket No. 1025]
- Objection of Landlord, Edison TOCA001 LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Unexpired NonResidential Real Property Lease for Store No. 3076 [Docket No. 1320]
- Objection of Pinnacle Hills, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142 [Docket No. 1323]
- Opposition of HGREIT II Edmondson Road, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Unexpired NonResidential Real Property Lease for Store No. 301 [Docket No. 1326]
- Limited Objection and Joinder of Regency Centers L.P. and Daly City Serramonte Center, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Unexpired Non-Residential Real Property Leases for Store Nos. 3108 and 385 [Docket No. 1328]
- Objection By Landlord DPEG Fountains, LP to Debtors' Proposed Assumption and Assignment of Lease [Docket No. 1340]
- Amended Objection By Landlord DPEG Fountains, LP to Debtors' Proposed Assumption and Assignment of Lease [Docket No. 1344]
- Objection of Landlord Realty Income Corporation to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Real Property Lease for Store No. 1107 [Docket No. 1360]
- Michael's Stores, Inc.'s Reply to Objection of Pinnacle Hills, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142 [Docket No. 1383]

- Declaration of Todd Powers in Support of Michael's Stores, Inc.'s Reply to Objection of Pinnacle Hills, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142 [Docket No. 1384]
- Certification of Nikhil Dhanani in Support of DPEG Fountains LP's Objection to the Notice of Assumption of Certain Unexpired Leases [Docket No. 1573]
- Pinnacle Hills, LLC's Sur-Reply in Further Support of Its Objection to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142 [Docket No. 1926]
- Declaration of Jeffrey Aronoff in Support of Pinnacle Hills, LLC's Sur-Reply in Further Support of Its Objection to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142 [Docket No. 1927]
- Declaration of Kristin S. Elliott, Esq. In Support of Pinnacle Hills, LLC's Sur-Reply in Further Support of Its Objection to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142 [Docket No. 1928]
- Supplemental Objection in Further Support of Opposition of Daly City Serramonte Center, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 3108 [Docket No. 1929]
- Declaration of Ernst A. Bell in Support of Opposition of Daly City Serramonte Center, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 3108 [Docket No. 1930]
- Supplemental Objection and Joinder by DPEG Fountains, LP in Further Support of Its Objection to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 126 [Docket No. 1933]
- Exhibit A [to Declaration of Todd Powers in Support of Michael's Stores, Inc.'s Reply to Objection of Pinnacle Hills, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142] [Docket No. 1951]
- Burlington Stores, Inc.'s Omnibus Reply to Objections to Burlington's Assignment and Assumption of Leases and any Cure Amounts Related Thereto [Docket No. 2058]

- Michael's Stores, Inc.'s Further Reply to Objection and Sur-Reply of Pinnacle Hills, LLC to Debtors' Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142 [Docket No. 2059]
- Michaels Stores, Inc.'s Objection to Approval of the Sale and Assignment of the BBY Lease to Hobby Lobby [Docket No. 2395]
- Debtors' Reply in Support of Entry of an Order (I) Approving the Sale and Assignment of the Pinnacle Hills Lease to Hobby Lobby Stores, Inc. and (II) Granting Related Relief [Docket No. 2401]

Status: The Plan Administrator has filed a proposed Order approving the lease assumption and assignment agreement for Store No. 1142. No other matters are going forward. No hearing is necessary unless the Court has questions regarding the proposed Order approving the Assumption and Assignment Agreement with Hobby Lobby Stores, Inc. (Store No. 1142).

2. Notice of Motion to Modify Stay and for Leave to Proceed to the Extent of Insurance Proceeds; and for Related Relief [Docket No. 2292]

A. Related Documents

- Exhibit A [to Notice of Motion to Modify Stay and for Leave to Proceed to the Extent of Insurance Proceeds; and for Related Relief] [Docket No. 2293]

B. Responses/Objections

- Objection to Notice of Motion to Modify Stay and for Leave to Proceed to the Extent of Insurance Proceeds; and for Related Relief and Reservation of Rights [Docket No. 2474]

Status: This matter will be decided on the papers.

3. Notice of Motion by Creditor F3 Metalworx, Inc. for the Allowance and Payment of Post-Petition Storage Charges of \$23,437 through October 2023 as an Administrative Expense and for Payment of \$3,750 per Month as a Continuing Ordinary Course Administrative Expense [Docket No. 2309]

A. Related Documents

- Certification of No Objection Regarding Creditor F3 Metalworx, Inc.'s Motion for the Allowance and Payment of Post-Petition Storage Charges of \$23,437 through October 2023 as an Administrative Expense and for Payment of \$3,750 per Month as a Continuing Ordinary Course Administrative Expense [Docket No. 2506]

B. Responses/Objections

- Preliminary Objection of the Plan Administrator to Motion by Creditor F3 Metalworx, Inc. for the Allowance and Payment of Post-Petition Storage Charges of \$23,437 through October 2023 as an Administrative Expense and for Payment of \$3,750 per Month as a Continuing Ordinary Course Administrative Expense [Docket No. 2510]
- Limited Omnibus Objection and Reservation of Rights of the Plan Administrator to Certain Administrative Claims [Docket No. 2513]
- Reply Declaration of Merrill M. O'Brien, Esq., in Further Support of Creditor F3 Metalworx, Inc.'s Motion for the Allowance and Payment of Post-Petition Storage Charges of \$23,437 through October 2023 as an Administrative Expense and for Payment of \$3,750 per Month as a Continuing Ordinary Course Administrative Expense [Docket No. 2523]

Status: This matter is going forward pursuant to the Plan Administrator's Adjournment Request.

4. Notice of Filing of Agreement of Sale With 550 Montgomery Investments LLC [Docket No. 2517]

Status: No hearing is necessary unless the Court has questions regarding the proposed Order approving the Agreement of Sale with 550 Montgomery Investments LLC.

II. **ADJOURNED MATTERS**

1. Debtors' (I) Omnibus Objection to Certain Tax Claims and (II) Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2156]

A. Responses/Objections

- Verified Objection of Bexar County Appraisal District to Debtors' (I) Omnibus Objection to Certain Tax Claims and (II) Motion to Determine Tax Liability and Stay Proceedings, and Reservation of Rights [Docket No. 2432]
- Response of Certain Texas Taxing Entities² in Opposition to Debtors' (I) Omnibus Objection to Certain Tax Claims and (II) Motion to

² For purposes of the Response, Certain Texas Taxing Entities are defined as the following: Brazoria County, Brazoria County Special Road & Bridge, Alvin Independent School District, Alvin Community College, Brazoria County Drainage District #4, and Pearland Municipal Management, Brazoria Municipal Utility District #06, Pasadena Independent School District, Spring Branch Independent School District, City of Houston, Clear Creek

Determine Tax Liability and Stay Proceedings; and Request for Abstention [Docket No. 2483]

- Texas Taxing Authorities'³ (I) Response to Omnibus Objection to Certain Tax Claims and Objection to Motion to Determine Tax Liability and Stay Proceedings; and (II) Request for Abstention [Docket No. 2492]
- Objection of (1) Bowie Central Appraisal District; (2) The County of Brazos, Texas; (3) The County of Denton, Texas; (4) The County of Guadalupe, Texas; (5) The County of Hays, Texas; (6) McLennan Central Appraisal District; (7) Midland Central Appraisal District; (8) Central Appraisal District of Taylor County; (9) City of Waco and Waco Independent School District; (10) The County of Williamson, Texas to Debtors' (I) Omnibus Objection to Certain Tax Claims and (II) Motion to Determine Tax Liability and Stay Proceedings and Request For Abstention [Docket No. 2497]

Status: This matter is being adjourned to November 14, 2023 at 10:00 a.m. solely with respect to Bexar County Appraisal District; Certain Texas Taxing Entities; Texas Taxing Authorities; Bowie Central Appraisal District; County of Brazos, Texas; County of Denton, Texas; County of Guadalupe, Texas; County of Hays, Texas; McLennan Central Appraisal District; Midland Central Appraisal District; Central Appraisal District of Taylor County; City of Waco and Waco Independent School District; and The County of Williamson, Texas. A proposed order will be submitted to the Court with respect to the non-objecting parties.

Independent School District, Humble Independent School District, Lubbock Central Appraisal District *as collector for the City of Lubbock, Lubbock County, Lubbock County Hospital District, High Plains Water District and Frenship Independent School District*, Midland County, Crowley Independent School District, City of Lake Worth, Grapevine-Colleyville Independent School District, Frisco Independent School District, Plano Independent School District.

³ For purposes of the Response and Objection, the Texas Taxing Authorities are defined as the following Texas ad valorem tax entities represented by the Linebarger Goggan Blair & Sampson, LLP law firm: Bexar County, Cameron County, Cypress-Fairbanks Independent School District, Dallas County, City of El Paso, Fort Bend County WCID #02, Fort Bend County, City of Frisco, Grayson County, Gregg County, Harris County, Hidalgo County, Jefferson County, Lewisville Independent School District, City of McAllen, McLennan County, City of Mesquite, Montgomery County, Nueces County, Parker CAD (for the collection of taxes only), Rockwall CAD (for the collection of taxes only), San Marcos CISD, Smith County, Tarrant County, Tom Green CAD (for the collection of taxes only) and Victoria County.

2. Debtors' Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2157]

A. Responses/Objections

- Opposition Response of the Taxing Districts Collected by Randall County to Debtors' Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2484]
- Objection of Tax Appraisal District of Bell County, Texas to Debtors' Motion to Determine Tax Liability and Stay Proceedings and Request for Abstention [Docket No. 2487]

Status: This matter is being adjourned to November 14, 2023 at 10:00 a.m.

3. Debtors' (I) Second Omnibus Objection to Certain Tax Claims and (II) Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2180]

A. Responses/Objections

- Opposition of the Orange County Treasurer-Tax Collector to the Debtors' (I) Second Omnibus Objection to Certain Tax Claims and (II) Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2476]
- San Mateo County Treasurer-Tax Collector's Response to Debtors' Second Omnibus Objection to Certain Tax Claims and Opposition to Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2477]
- San Diego County Treasurer-Tax Collector's Response to Debtors' Second Omnibus Objection to Certain Tax Claims and Opposition to Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2478]
- Creditor San Bernardino County Tax Collector's Response to Debtors' Second Omnibus Objection to Certain Tax Claims and Opposition to Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2481]
- Kern County Treasurer-Tax Collector's Response to Debtors' Second Omnibus Objection to Certain Tax Claims and Opposition to Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2482]
- San Luis Obispo County Treasurer-Tax Collector's Response to Debtors' Second Omnibus Objection to Certain Tax Claims and Opposition to Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2503]

- Creditor Sacramento County Tax Collector's Response to Debtors' Second Omnibus Objection to Certain Tax Claims and Opposition to Motion to Determine Tax Liability and Stay Proceedings [Docket No. 2512]

Status: This matter is being adjourned to November 14, 2023 at 10:00 a.m. solely with respect to Orange County Treasurer-Tax Collector; San Mateo County Treasurer-Tax Collector; San Diego County Treasurer-Tax Collector; San Bernardino County Tax Collector; Kern County Treasurer-Tax Collector; San Luis Obispo County Treasurer-Tax Collector; and Sacramento County Tax Collector. A proposed order will be submitted to the Court with respect to the non-objecting parties.

4. Debtors' Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2181]

A. Responses/Objections

- Response of Ventura County Tax Collector to Bed Bath & Beyond Inc.'s Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2469]
- Creditor Alameda County Tax Collector's Opposition to Debtors' Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2470]
- Contra Costa County Treasurer-Tax Collector's Response to Second Omnibus Objection to Certain Tax Claims and Opposition to Motion to Determine Tax Liability and Stay Proceedings⁴ [Docket No. 2479]
- Declaration of Peter Yu in Support of Creditor County of Contra Costa Treasurer Tax Collector's Response to Debtor's Second Omnibus Objection [Docket No. 2480]
- Objection of County of Santa Clara, County of Los Angeles, County of Fresno and County of Riverside to Debtors' Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2491]
- Declaration of John Sleeman in Support of Objection of County of Santa Clara, County of Los Angeles, County of Fresno and County of Riverside to Debtors Motion to Determine Tax Liability and Stay

⁴ Contra Costa County erroneously referenced Docket No. 2180 in its Response. It is listed on Exhibit 1 to Docket No. 2181-2.

Proceedings as to Certain California Taxing Authorities [Docket No. 2493]

- Declaration of Calvin C. Chen in Support of Objection of County of Santa Clara, County of Los Angeles, County of Fresno and County of Riverside to Debtors Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2494]
- Declaration of Belinda Landig in Support of Objection of County of Santa Clara, County of Los Angeles, County of Fresno and County of Riverside to Debtors Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2495]
- Declaration of Jennifer Fruge in Support of Objection of County of Santa Clara, County of Los Angeles, County of Fresno and County of Riverside to Debtors Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2496]
- Declaration of Jennifer Lemley in Support of Objection of County of Santa Clara, County of Los Angeles, County of Fresno and County of Riverside to Debtors Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2498]
- Response of Creditor Sonoma County Tax Collector to Debtors' Second Omnibus Objection to Certain Tax Claims and Opposition to Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities⁵ [Docket No. 2504]
- Santa Cruz County Treasurer-Tax Collector's Response to Debtors' Motion to Determine Tax Liability and Stay Proceedings as to Certain California Taxing Authorities [Docket No. 2505]

Status: This matter is being adjourned to November 14, 2023 at 10:00 a.m. solely with respect to Ventura County Tax Collector; Alameda County Tax Collector; Contra Costa County Treasurer-Tax Collector; Santa Clara County; County of Los Angeles; County of Fresno; County of Riverside; Sonoma County Tax Collector; and Santa Cruz County Treasurer-Tax Collector. This matter is resolved in all other respects.

⁵ Sonoma County erroneously referenced Docket No. 2180 in its Response. It is listed on Exhibit 1 to Docket No. 2181-2.

5. Motion of HRTC I, LLC For Leave to File a Late Administrative Claim [Docket No. 2397]

A. Related Documents

- Notice of Motion of HRTC I, LLC For Leave to File a Late Administrative Claim [Docket No. 2400]

B. Responses/Objections

- Objection of the Plan Administrator to Motion of HRTC I, LLC For Leave to File a Late Administrative Claim [Docket No. 2485]

Status: **The Plan Administrator has requested that this matter be adjourned to a date to be set by the Court.**

III. ORDERS SUBMITTED IN ADVANCE OF SCHEDULED HEARING BUT NOT YET ENTERED

1. Ben Rozenweig, Marjorie L. Bowen, and Shelly Lombard's Motion for Entry of an Order Allowing the Advancement and Payment of Defense Costs Pursuant to the Debtors D&O Insurance Policy [Docket No. 2403]

A. Related Documents

- Notice of Ben Rozenweig, Marjorie L. Bowen, and Shelly Lombard's Motion for Entry of an Order Allowing the Advancement and Payment of Defense Costs Pursuant to the Debtors D&O Insurance Policy [Docket No. 2404]
- Certification of No Objection Regarding Ben Rozenweig, Marjorie L. Bowen, and Shelly Lombard's Motion for Entry of an Order Allowing the Advancement and Payment of Defense Costs Pursuant to the Debtors D&O Insurance Policy [Docket No. 2502]

Status: **A Certification of No Objection requesting entry of the proposed order has been filed.**

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Dated: October 23, 2023

/s/ Bradford J. Sandler

Robert J. Feinstein (admitted *pro hac vice*)

Bradford J. Sandler

Paul J. Labov

Colin R. Robinson

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